

ARTICLES OF INCORPORATION
OF
TOTAL EVOLUTION AROUND MUSIC, INC.

KNOWN ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED, HEREBY ASSOCIATE TO FORM A CORPORATION UNDER CHAPTER I, TITLE 13.1, OF THE CODE OF VIRGINIA DATED 1950, AS AMENDED, AND TO THAT END SET FORTH THE FOLLOWING:

I. NAME: THE NAME OF THE CORPORATION IS TOTAL EVOLUTION AROUND MUSIC, INC.

II. TERM: PERPETUAL

III. THE PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED ARE AS FOLLOWS:

A. THE GENERAL NATURE OF THE BUSINESS SHALL BE TO ESTABLISH AN ENTERTAINMENT MUSIC COMPANY, INCLUDING, BUT NOT LIMITED TO RECORDING RECORDS, VIDEO RECORDING, SYNCHRONIZATION, PERFORMANCE LICENSE, MUSIC PUBLISHERS AND STAFF WRITERS, MUSIC FAN CLUB, ENTERTAINMENT TELEPHONE SERVICE, JINGLES, RECORD CLUBS AND PREMIUMS, LICENSING OF RECORDINGS FOR MOTION PICTURES, OWN, LEASE, OR RENT RECORDING STUDIO, NIGHTCLUBS, CONCERT HALLS.

B. TO ESTABLISH A MAIL ORDER FIRM.

C. TO ESTABLISH A TEMPORARY EMPLOYMENT FIRM.

D. TO ESTABLISH A TELEPHONE SOLICITATION FIRM.

E. TO OWN, OPERATE, MANAGE A TALENT AGENT.

F. TO ESTABLISH A PRODUCTION COMPANY, INCLUDING, BUT NOT LIMITED TO RECORDING, TELEVISION, RADIO, THEATER, AND ALL OTHER TYPES OF PRODUCTION SERVICE, NOT OTHERWISE PROHIBITED BY LAW.

G. TO BUY, SELL, LEASE, MANAGE, RENT, MORTGAGE, AND OWN REAL ESTATE.

H. TO BUY, SELL, LEASE, MORTGAGE, INVEST IN, OWN OR ASSOCIATE WITH ANY EXISTING BUSINESS HAVING A SIMILAR CORPORATE BUSINESS OR ONE WHICH IS NOT INCONSISTENT WITH THE GOALS OF THE CORPORATION.

I. TO DO ALL AND EVERYTHING NECESSARY, SUITABLE AND PROPER, FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSE OF ATTAINMENT OF ANY OF THE OBJECTIVES OR THE FURTHERANCE OF ANY OF THE POWERS HEREINBEFORE MENTIONED, EITHER ALONE OR IN ASSOCIATION WITH ANY OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS, AND TO DO EVERY OTHER ACT OR ACTS, THING OR THINGS INCIDENTAL OR APPURTENANT TO OR GROWING OUT OF OR CONNECTED WITH THE AFORESAID BUSINESS OF POWERS OR ANY PART OR PARTS THEREOF, PROVIDED THE SAME BE NOT INCONSISTENT WITH THE LAWS UNDER WHICH THIS CORPORATION IS ORGANIZED.

J. TO BORROW MONEY, CONTRACT DEBTS WHEN NECESSARY FOR THE TRANSACTION OF ITS BUSINESS OR FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES OR FRANCHISE, OR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION: TO ISSUE BONDS, PROMISSORY NOTES, BILLS OF EXCHANGE, INDEBTEDNESS PAYABLE AT A SPECIFIED EVENT OR EVENTS SECURED FROM TIME TO TIME, FOR MONIES BORROWED, OR IN PAYMENT FOR PROPERTY ACQUIRED, OR FOR ANY OF THE OBJECTIVES OF ITS BUSINESS: TO SECURE THE SAME BY MORTGAGE OR MORTGAGES, DEED OR DEEDS OF TRUST, PLEDGE OR OTHER LIEN

UPON ANY OR ALL OF THE PROPERTY, RIGHTS, PRIVILEGES OR FRANCHISES OF THE CORPORATION, WHERESOEVER SITUATED, ACQUIRED OR TO BE ACQUIRED: AND TO CONFER UPON THE HOLDERS OF ANY DEBENTURES, BONDS, OR OTHER EVIDENCE OF INDEBTEDNESS OF THE CORPORATION, SECURED OR UNSECURED, THE RIGHT TO CONVERT THE PRINCIPAL THEREOF INTO ANY COMMON STOCK OF THE CORPORATION, NOW OR HEREAFTER AUTHORIZED, UPON SUCH TERMS AND CONDITIONS AS SHALL BE FIXED BY THE BOARD OF DIRECTORS: TO SELL, PLEDGE OR OTHERWISE DISPOSE OF ANY OR ALL DEBENTURES OR OTHER BONDS, NOTES, AND OTHER OBLIGATIONS IN SUCH MANNER AND UPON SUCH TERMS AS THE BOARD OF DIRECTORS MAY DEEM JUDICIOUS.

K. THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTIVES AND POWERS OF THE CORPORATION, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF SPECIFIED POWERS SHALL NOT BE HELD TO LIMIT TO RESTRAIN IN ANY MANNER, THE POWERS OF THE CORPORATION.

L. THE CORPORATION SHALL HAVE THE POWER TO INDEMNIFY ANY PERSON WHO IS A PARTY TO OR IS THEREAFTER MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING, WHETHER CIVIL OR CRIMINAL OR ADMINISTRATIVE BY REASON OF THE FACT THAT HE OR SHE IS OR WAS AN OFFICER OR DIRECTOR OF THE CORPORATION, FOR AND AGAINST EXPENSES, INCLUDING ATTORNEY FEES, JUDGMENTS, FINES AND AMOUNTS PAID IN SETTLEMENTS, ACTUALLY AND REASONABLY INCURRED BY HIM OR HER IN CONNECTION WITH SUCH ACTIONS, IF HE OR SHE ACTED IN THE BEST INTEREST OF THE CORPORATION.

IV. STOCKS: THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 10,000 SHARES OF COMMON STOCK AT A PAR VALUE OF

\$5.00 PER SHARE. ALL STOCK SHALL BE CLASSIFIED AS "COMMON STOCK" EACH SHARE ENTITLES THE OWNER TO VOTE.

V. THE TRANSFER OF SHARES: THE TRANSFER OF STOCK OF THE CORPORATION SHALL BE RESTRICTED IN THAT PRIOR TO ANY SALE OF SUCH SHARES, SUCH SHARES SHALL BE OFFERED FOR SALE TO THE CORPORATION AT THEIR BOOK VALUE AS OF THE CLOSE OF BUSINESS ON THE LAST DAY OF THE PRECEDING CALENDAR MONTH AND AT THE SAME TIME OF MAKING SUCH OFFER, THE STOCKHOLDERS OF RECORD AND WHO WERE AMONG THE ORIGINAL SUBSCRIBERS TO STOCK OF THE CORPORATION SHALL BE NOTIFIED THAT SUCH OFFER HAS BEEN MADE. SUCH NOTICES TO BE IN WRITING AND ADDRESSED TO SUCH STOCKHOLDERS AT THEIR ADDRESS AS THEY APPEAR ON THE BOOKS OF THE CORPORATION. ANY SUCH OFFER SHALL REMAIN OPEN FOR THIRTY (30) DAYS AND IF AT THE END OF SUCH PERIOD THE CORPORATION HAS NOT ACCEPTED SUCH OFFER THEN THE SHARES SO OFFERED MAY BE FREELY SOLD AT ANY TIME WITHIN THE SUCCEEDING SIX (6) MONTHS TO ANYONE AT ANY PRICE THE OWNER MAY DESIRE.

VI. THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL AT LEAST ONE THOUSAND DOLLARS (\$1,000.00) HAS BEEN RECEIVED BY IT AS CONSIDERATION FOR ISSUANCE OF SHARES. THE PROVISION LIMITING OR DENYING OF SHAREHOLDERS THE PRE-EMPTIVE RIGHT TO ACQUIRE ADDITIONAL SHARES OF THE CORPORATION ARE AT THE DISCRETION OF THE BOARD OF DIRECTOR.

VII. NAME AND ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT: THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 42 GEDDY DRIVE, HAMPTON VA 23669, WHICH IS LOCATED IN THE STATE OF VIRGINIA AND LOCATED IN THE CITY LIMITS OF HAMPTON, THE STATE OF VIRGINIA. THE NAME OF

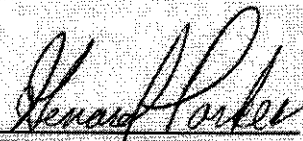
THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS GENARD PARKER, A
RESIDENT IN THE CITY OF HAMPTON, THE STATE OF VIRGINIA.

VIII. INITIAL BOARD OF DIRECTORS: THERE SHALL BE ONE (1) INITIAL MEMBER OF
THE BOARD OF DIRECTORS OF TOTAL EVOLUTION AROUND MUSIC, INC., AND THE
NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE
FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL A SUCCESSOR IS ELECTED
AND SHALL QUALIFY IS:

GENARD PARKER

42 GEDDY DRIVE

HAMPTON, VA 23669


GENARD PARKER
"INCORPORATOR"

APRIL 20, 1994
DATE